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[Proposed] Lead Counsel for Plaintiff

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

E-FILED - 12/8/06

SUNANDA A. DESAI, as Trustee of and for
 the SUNANDA A. DESAI REVOCABLE

TRUST, Derivatively on Behalf of Nominal
 Defendant FOUNDRY NETWORKS, INC.,

Plaintiff,

vs.

BOBBY R. JOHNSON, JR., et al.,

Defendants,

– and –

FOUNDRY NETWORKS, INC., a Delaware
 corporation,

Nominal Defendant.

No. C-06-05598-RMW

STIPULATION AND [] ORDER
 CONSOLIDATING CASES FOR ALL
 PURPOSES AND SETTING SCHEDULE
 FOR FILING OF CONSOLIDATED
 COMPLAINT

[Caption continued on following page.]

DOUG EDRINGTON, Derivatively on Behalf)
of FOUNDRY NETWORKS, INC.,)
Plaintiff,)
vs.)
BOBBY R. JOHNSON, et al.,)
Defendants,)
– and –)
FOUNDRY NETWORKS, INC., a Delaware)
corporation,)
Nominal Defendant.)

Case No. C-06-06752-RMW

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WHEREAS, there are four shareholder derivative actions on behalf of Nominal Defendant Foundry Networks, Inc. ("Foundry Networks") pending in this district:

Abbreviated Case Name	Case Number	Date Filed
<i>Sunanda A. Desai, et al. v. Bobby R. Johnson, Jr., et al. and Foundry Networks, Inc.</i>	C-06-05598-RMW	September 12, 2006
<i>Jeanne McDonald v. Bobby R. Johnson, Jr., et al. and Foundry Networks, Inc.</i>	C-06-06099-JW	September 26, 2006
<i>David M. Jackson v. Lawrence L. Akin, et al. and Foundry Networks, Inc.</i>	C-06-06509-SI	October 18, 2006
<i>Doug Edrington v. Bobby R. Johnson, Jr., et al. and Foundry Networks, Inc.</i>	C-06-06752-RMW	October 31, 2006

WHEREAS, the four shareholder derivative actions arise out of the same transactions and occurrences and involve the same or substantially similar issues of law and fact, and, therefore, should be consolidated for all purposes under Fed. R. Civ. P. 42(a);

WHEREAS, on November 13, 2006, Sunanda A. Desai, as Trustee of and for the Sununda A. Desai Revocable Trust, filed a Notice of Motion and Motion to Consolidate Cases for All Purposes to Appoint Lead Plaintiff, Lead Counsel and Liaison Counsel. Sunanda A. Desai's Notice of Motion and Motion to Consolidate Cases for All Purposes to Appoint Lead Plaintiff, Lead Counsel and Liaison Counsel is currently set for a hearing before this Court on December 22, 2006;

WHEREAS, counsel for plaintiffs and Nominal Defendant Foundry Networks and the Individual Defendants named in the four derivative actions pending in this district (Foundry Networks and Individual Defendants collectively, the "defendants"), have met and conferred and have agreed to a schedule for filing a Consolidated Complaint and for briefing any motion directed at a Consolidated Complaint; and

WHEREAS, the agreed-upon schedule is not for the purpose of delay, promotes judicial efficiency, and will not cause prejudice to any party.

THEREFORE, IT IS STIPULATED AND AGREED by plaintiffs and defendants, through their respective counsel of record, as follows:

1 **CONSOLIDATION OF ACTIONS**

2 1. The following actions are hereby consolidated for all purposes, including pretrial
3 proceedings, trial and appeal:

4 Abbreviated Case Name	Case Number	Date Filed
5 <i>Sunanda A. Desai, et al. v. Bobby R. Johnson, Jr., et al. and Foundry Networks, Inc.</i>	C-06-05598-RMW	September 12, 2006
6 <i>Jeanne McDonald v. Bobby R. Johnson, Jr., et al. and Foundry Networks, Inc.</i>	C-06-06099-JW	September 26, 2006
7 <i>David M. Jackson v. Lawrence L. Akin, et al. and Foundry Networks, Inc.</i>	C-06-06509-SI	October 18, 2006
8 <i>Doug Edrington v. Bobby R. Johnson, Jr., et al. and Foundry Networks, Inc.</i>	C-06-06752-RMW	October 31, 2006

10 2. The caption of these consolidated actions shall be “*In re Foundry Networks, Inc.*
11 *Derivative Litigation*” and the files of these consolidated actions shall be maintained in one file
12 under Master File No. C-06-05598-RMW. Any other actions now pending or later filed in this Court
13 which arise out of or are related to the same facts as alleged in the above-identified cases shall be
14 consolidated for all purposes, if and when they are brought to the Court’s attention.

15 3. Every pleading filed in the consolidated actions, or in any separate action included
16 herein, shall bear the following caption:

17 UNITED STATES DISTRICT COURT
18
19 NORTHERN DISTRICT OF CALIFORNIA
20
21 SAN JOSE DIVISION

21 In re FOUNDRY NETWORKS, INC.)	Master File No. C-06-05598-RMW
22 DERIVATIVE LITIGATION)	
_____)	
23 This Document Relates To:)	
_____)	

24 4. When a pleading is intended to be applicable to all actions governed by this Order,
25 the words “All Actions” shall appear immediately after the words “This Document Relates To:” in
26 the caption set out above. When a pleading is intended to be applicable to only some, but not all, of
27 the consolidated actions, this Court’s docket number for each individual action to which the pleading
28

1 is intended to be applicable and the abbreviated case name of said action shall appear immediately
 2 after the words "This Document Relates To:" in the caption described above (*e.g.*, "No. C-06-05598-
 3 RMW, *Desai v. Foundry Networks, Inc.*").

4 5. A Master Docket and a Master File hereby are established for the above consolidated
 5 proceedings and for all other related cases filed in or transferred to this Court. Separate dockets shall
 6 continue to be maintained for each of the individual actions hereby consolidated, and entries shall be
 7 made in the docket of each individual case in accordance with the regular procedures of the clerk of
 8 this Court, except as modified by this Order.

9 6. When a pleading is filed and the caption shows that it is applicable to "All Actions,"
 10 the clerk shall file such pleading in the Master File and note such filing on the Master Docket. No
 11 further copies need be filed, and no other docket entries need be made.

12 7. When a pleading is filed and the caption shows that it is to be applicable to fewer than
 13 all of the consolidated actions, the clerk will file such pleading in the Master File only but shall
 14 docket such filing on the Master Docket and the docket of each applicable action.

15 8. When a case which properly belongs as part of *In re Foundry Networks, Inc.*
 16 *Derivative Litigation* is filed in this Court or transferred to this Court from another court and
 17 assigned to the Honorable Ronald M. Whyte, the clerk of this Court shall:

- 18 (a) Place a copy of this Order in the separate file for such action;
- 19 (b) Mail to the attorneys for the plaintiff(s) in the newly-filed or transferred case a
 20 copy of this Order and direct that this Order be served upon or mailed to any new defendant(s) or
 21 their counsel in the newly-filed or transferred case; and
- 22 (c) Make an appropriate entry on the Master Docket. This Court requests the
 23 assistance of counsel in calling to the attention of the clerk of this Court the filing or transfer of any
 24 case which properly might be consolidated as part of *In re Foundry Networks, Inc. Derivative*
 25 *Litigation*.

SCHEDULE

9. Plaintiffs shall no later than 45 days from the entry of an order appointing Lead Plaintiffs and/or Lead Counsel file and serve a Consolidated Complaint which will supersede all existing complaints filed in these actions. Defendants need not respond to any of the current or pre-existing complaints. Service shall be effected with respect to defendants by serving the Consolidated Complaint on counsel for defendants.

10. Defendants shall answer or otherwise respond to the Consolidated Complaint no later than 45 days from the date of service. In the event that defendants file and serve any motion directed at the Consolidated Complaint, plaintiffs shall file and serve their opposition within 45 days after the service of the motion. If defendants file and serve a reply to plaintiffs' opposition, they will do so within 30 days after service of the opposition.

11. The parties agree that, by entering into this stipulation, they have not waived any claim, argument or defense they may have in this action and that nothing in the stipulation limits the rights of any party to take any action not inconsistent with its express terms.

IT IS SO STIPULATED.

DATED: November 17, 2006

LERACH COUGHLIN STOIA GELLER
RUDMAN & ROBBINS LLP
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MONIQUE C. WINKLER

/s/
SHAWN A. WILLIAMS

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14 Attorneys for Plaintiff

15 DATED: November 17, 2006

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20 KATHRYN A. SCHOFIELD (202939)

21 /s/
22 _____
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Attorneys for Plaintiffs Sunanda A. Desai, as
Trustee of and for the Sunanda A. Desai
Revocable Trust and Jeanne McDonald

I, SHAWN A. WILLIAMS, am the ECF User whose ID and password are being used to file
this STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES FOR ALL
PURPOSES AND SETTING SCHEDULE FOR FILING OF CONSOLIDATED COMPLAINT. In
compliance with General Order 45, X.B., I hereby attest that ALAN R. PLUTZIK has concurred in
this filing.

1 DATED: November 17, 2006

LOVITT & HANNAN, INC.
RONALD LOVITT (40921)
J. THOMAS HANAN (39140)
HENRY I. BORNSTEIN (75885)

4 /s/

RONALD LOVITT

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17 Attorneys for Plaintiff David M. Jackson

18 I, SHAWN A. WILLIAMS, am the ECF User whose ID and password are being used to file
19 this STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES FOR ALL
20 PURPOSES AND SETTING SCHEDULE FOR FILING OF CONSOLIDATED COMPLAINT. In
21 compliance with General Order 45, X.B., I hereby attest that RONALD LOVITT has concurred in
22 this filing.

23 DATED: November 17, 2006

DLA PIPER US LLP
SHIRLI FABRI WEISS
GERARD A. TRIPPITELLI

26 /s/

SHIRLI FABRI WEISS

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Attorneys for Defendants

I, SHAWN A. WILLIAMS, am the ECF User whose ID and password are being used to file this STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES FOR ALL PURPOSES AND SETTING SCHEDULE FOR FILING OF CONSOLIDATED COMPLAINT. In compliance with General Order 45, X.B., I hereby attest that SHIRLI FABRI WEISS has concurred in this filing.

* * *

[] ORDER

PURSUANT TO STIPULATION, IT IS SO ORDERED.

DATED: 12/8/06

/S/ RONALD M. WHYTE

THE HONORABLE RONALD M. WHYTE
UNITED STATES DISTRICT JUDGE

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CERTIFICATE OF SERVICE

I hereby certify that on November 17, 2006, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List, and I hereby certify that I have mailed the foregoing document or paper via the United States Postal Service to the non-CM/ECF participants indicated on the attached Manual Notice List.

/s/

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Mailing Information for a Case 5:06-cv-05598-RMW

Electronic Mail Notice List

The following are those who are currently on the list to receive e-mail notices for this case.

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Manual Notice List

The following is the list of attorneys who are **not** on the list to receive e-mail notices for this case (who therefore require manual noticing). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

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